

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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JET STAR ENTERPRISES LTD., :
: Plaintiff, : 05-CV-6585 (HB)
: :
: - against - :
: DECLARATION OF
: LAUREN C. GOULD
GEORGE SOROS, PURNENDU CHATTERJEE, :
DEUTSCHE BANK TRUST COMPANY :
AMERICAS, WELLS FARGO BANK : Filed Electronically
NORTHWEST, N.A., AKIN GUMP STRAUSS :
HAUER & FELD LLP, BINGHAM McCUTCHEON :
LLP, SIDLEY AUSTIN BROWN & WOOD LLP, and :
MB STATUTORY TRUST, :
: Defendants. :
: :
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I, Lauren C. Gould hereby declare as follows, under penalty of perjury pursuant to 28 U.S.C. §1746.

1. I am an associate at the law firm of Bingham McCutchen LLP, attorneys for Defendants Deutsche Bank Trust Company Americas (“Deutsche Bank”), MB Statutory Trust (“MB”), and Bingham McCutchen LLP (“Bingham”) herein. I am fully familiar with the facts and circumstances recited herein. I submit this declaration in support of Defendants’ consolidated Motion to Dismiss the Amended Complaint of Plaintiff Jet Star Enterprises Ltd. (“Jet Star”) in the above-captioned action pursuant to Rules 12(b)(6) and 9(b) of the Federal Rules of Civil Procedure.

2. Attached hereto as Exhibit A is a true and correct copy of the original complaint dated July 19, 2005, filed in the above-referenced action by Plaintiff Jet Star Enterprises, Ltd. (“Plaintiff” or “Jet Star”).

3. Attached hereto as Exhibit B is a true and correct copy of the Acceptance Agreement dated July 25, 2003 (“Acceptance Agreement”), entered into by and among Deutsche Bank in its capacity as Administrative Agent for a syndicate of lenders, C-S Aviation Services, Inc. (“CS”), P-G Aircraft Holdings LLC and S-C Aircraft Holdings LLC (together, “Holdings”); P-G Newco LLC and S-C Newco LLC (together, the “Newcos”), and various wholly-owned subsidiaries of the Newcos. A copy of the Acceptance Agreement was provided to counsel for Plaintiff before the Complaint was filed in this action pursuant to a subpoena *duces tecum* served upon Bingham in connection with the prior litigation Civil Action No. 01 CV 6590 that Jet Star commenced in July 2001.

4. Attached hereto as Exhibit C is a true and correct copy of the Credit Agreement dated as of September 24, 1999 (“Credit Agreement”), with selected exhibits, entered into by and among Holdings, the Newcos, a syndicate of lenders, Bankers Trust Company (n/k/a Deutsche Bank) as Administrative Agent for the syndicate of lenders.

5. Attached hereto as Exhibit D are true and correct copies of Aircraft Chattel Mortgages for certain aircraft owned by First Security Bank, N.A. (n/k/a Wells Fargo Bank Northwest, N.A. (“Wells Fargo”)) and leased to TACA International Airlines, S.A., executed on September 24, 1999, and as filed with the Federal Aviation Administration on September 27, 1999.

6. Attached hereto as Exhibit E is a true and correct copy of the executed Pledge Agreement dated September 24, 1999 (“Pledge Agreement”), entered into by and among the parties to the Credit Agreement.

7. Attached hereto as Exhibit F is a true and correct copy of the Complaint dated July 16, 2001 and filed with this Court in connection with the action *Jet Star Enterprises, Ltd. v. CS Aviation Services and First Security Bank, N.A.*, 01 CV 6590.

8. Attached hereto as Exhibit G is a true and correct copy of *Jet Star Enterprises, Ltd. v. CS Aviation Servs. and First Security Bank, N.A.*, No. 01 Civ. 6590 (DAB), 2004 WL 350733 (S.D.N.Y. Feb. 25, 2004).

9. Attached hereto as Exhibits H and I, respectively, are true and correct copies of *Wells Fargo Bank Northwest, N.A. v. TACA Int'l Airlines, S.A.*, 315 F. Supp. 2d 347 (S.D.N.Y. 2003) and *Wells Fargo Bank Northwest, N.A. v. TACA Int'l Airlines, S.A.*, 247 F. Supp. 2d 352 (S.D.N.Y. 2002).

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Dated: New York, New York
December 12, 2005

/s/ Lauren C. Gould
LAUREN C. GOULD